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ELIAS C. ALVORD (1942)
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RECORDATION NO. 14479-H FILED

FEB 03 '04

3-39 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

February 3, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of an Amendment to Memorandum of Lease, dated as of January 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment, as amended, previously filed with the Commission and the Board under Recordation Numbers 14479, 14479-C and 14479-F.

The names and addresses of the parties to the enclosed document are:

Lessor: ATEL Leasing Corporation
600 California Street, 6th Floor
San Francisco, CA 94108

Lessee: Consolidated Rail Corporation
2001 Market Street
PO Box 41407
Philadelphia PA 19101-1407

Mr. Vernon Williams
February 3, 2004
Page Two

A description of the railroad equipment covered by the enclosed document
is:

Railcar CR 56679 is deleted from the Lease

A short summary of the document to appear in the index follows:

Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

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AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This **AMENDMENT TO MEMORANDUM OF LEASE** is effective as of January 2, 2004, between **ATEL LEASING CORPORATION**, a California corporation, with its principal office at 600 California Street, 6th Floor, San Francisco, California 94108, as successor in interest to US Bank National Association ("US Bank"), as successor in interest to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as Trustee ("Trustee" or "Lessor") under a Trust Agreement (Conrail Trust 84-1) dated as of November 15, 1984 ("Trust Agreement") between Trustee and ATEL Capital Equipment Fund VIII, LLC, as successor in interest to IBM Credit Corporation, as Owner, ("ATEL"), and **CONSOLIDATED RAIL CORPORATION**, a Pennsylvania corporation, with its principal office at 2001 Market Street, Philadelphia, PA 19103 ("Lessee").

WITNESSETH

Lessor's predecessor and Lessee entered into a Lease of Railroad Equipment dated as of November 15, 1984 ("Lease") which was recorded with the Interstate Commerce Commission on November 20, 1984 and assigned Recordation Number 14479 which covered 200 ballast cars CR 56549-56748 and 336 mill gondola cars, CR 582264-5826599 (together, the "Railcars"), which Lease was amended by Amendment Agreement in respect of Lease of Railroad Equipment dated as of August 3, 1998 which was recorded with the Surface Transportation Board on February 10, 1999 and assigned Recordation Number 14479-C which Amendment Agreement permitted the sublease of the Railcars to CSX Transportation, Inc. ("CSX") and Norfolk Southern Railway Company ("NS"), among other sublessees. The Memorandum of Lease with respect to the Second Amendment to Lease of Railroad Equipment entered into as of December 30, 2002 ("Lease Renewal") and Third Amendment to Lease of Railroad Equipment entered into as of August 18, 2003 was recorded with the Surface Transportation Board on September 26, 2003 and given Recordation Number 14479-F ("Memorandum of Lease").

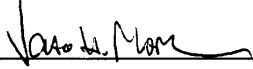
The Memorandum of Lease is hereby amended to describe the Lease Renewal as follows:

"The Lease was extended for five (5) years with respect to (i) 193 ballast cars, CR 56549-56748 excluding CR 56603, 56567, 56589, 56624, 56679, 56636 and 56693, subleased by Lessee to CSX and (ii) 184 mill gondolas CR 582265-582598, N.S. (see attached Attachment A) subleased by Lessee to NS, from January 2, 2003 through and including January 1, 2008 by that certain Second Amendment to Lease of Railroad Equipment entered into as of December 30, 2002 and was further amended by Third Amendment to Lease of Railroad Equipment entered into as of August 18, 2003."

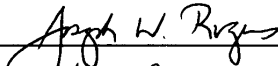
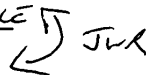
This Amendment to Memorandum of Lease has been executed and delivered by the parties for the purpose of amending the Memorandum of Lease.

IN WITNESS WHEREOF, Trustee and Lessee have executed this instrument as of the date first above written.

ATEL LEASING CORPORATION

By: 
Name: **Vasco H. Morais, Esq.**
Senior Vice President
Title: _____

CONSOLIDATED RAIL CORPORATION

By: 
Name: VICE PRESIDENT FINANCE 
Title: JOSEPH W. ROGERS

**ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM**

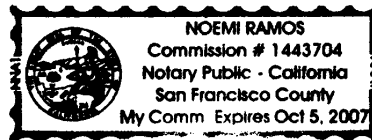
BY: 

(STATE OF) California
) ss
(COUNTY OF) San Francisco

On this 2nd day of February, 2004, before me personally appeared Vasco H. Morais, to me personally known, who being duly sworn, did depose and say that such person is Senior Vice President of ATEL Leasing Corporation and that the foregoing Amendment to Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

(seal)

Noemi Ramos
Notary Public



(STATE OF)
) ss
(COUNTY OF)

On this 27th day of January, 2004, before me personally appeared Joseph W. Rogers to me personally known, who being duly sworn, did depose and say that such person Vice President - Finance of Consolidated Rail Corporation and that the foregoing Amendment to Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

(seal)

Jennifer A. Burtulato
Notary Public

